

**EXHIBIT A**

**Proposed Order**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.<sup>1</sup>

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*[Caption continued on next page]*

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO

Debtor.

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In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

PROMESA  
Title III

as representative of

PUERTO RICO SALES TAX FINANCING  
CORPORATION,

No. 17 BK 3284-LTS

Debtor.

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**[PROPOSED] ORDER GRANTING MOTION  
OF FINANCIAL OVERSIGHT AND MANAGEMENT BOARD  
FOR PUERTO RICO FOR ENTRY OF ORDER (A) CONFIRMING  
SCOPE OF COFINA AND COMMONWEALTH AGENTS' AUTHORITY  
UNDER STIPULATION AND ORDER AND (B) DETERMINING CERTAIN  
CLAIMS TO EXCEED SCOPE OF THE COMMONWEALTH-COFINA DISPUTE**

Upon consideration of the *Motion of Financial Oversight and Management Board for Puerto Rico for Entry of Order (A) Confirming Scope of COFINA and Commonwealth Agents' Authority Under the Stipulation and Order and (B) Determining Certain Claims to Exceed the Scope of the Commonwealth-COFINA Dispute* (the "Motion"),<sup>2</sup> filed by the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board"), as the representative of the Commonwealth of Puerto Rico (the "Commonwealth") and the Puerto Rico Sales Tax Financing

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<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

Corporation (“COFINA,” and together with the Commonwealth, the “Debtors”) in this Title III case pursuant to section 315(b) of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), 48 U.S.C. §§ 2101-2241; and upon the Court’s *Order Amending Scheduling Order for Commonwealth-COFINA Dispute* [ECF No. 77; Adv. Proc. No. 17-00257-LTS] (the “Scheduling Order”); and upon the *Stipulation and Order Approving Procedure to Resolve Commonwealth-COFINA Dispute* [ECF No. 996; Case No. 17-03283-LTS] (the “Stipulation and Order”); the Court having jurisdiction pursuant to PROMESA section 306(a); it appearing that venue is proper pursuant to PROMESA section 307(a); and the Court having found that the relief requested in the Motion is in the best interest of the Debtors, their creditors, and other parties in interest and the Court having reviewed the Motion, the Stipulation and Order and having heard statements in support of the Motion at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED to the extent set forth herein;
2. The Stipulation and Order authorizing the Commonwealth and COFINA Agents to resolve and litigate the Commonwealth-COFINA Dispute is limited solely to questions relating to the ownership of the Pledged Sales Taxes (the “Ownership Decision”);
3. The Stipulation and Order governing the Commonwealth-COFINA Dispute expressly excludes issues that follow the Ownership Decision, and such authority expressly excludes issues that require the Ownership Decision to be decided in the first instance, before the Court can adjudicate the underlying cause of action or counter-claim;

4. The Stipulation and Order further excludes issues and claims between creditors, or between creditors and the Commonwealth and COFINA;
5. In accordance with the scope of authority provided in the Stipulation and Order and addressed herein, the Commonwealth Agent is directed to clarify and limit Count III solely to allow the Commonwealth Agent to establish that the Commonwealth has the power to repeal the Pledged Sales Tax, but not to authorize the Commonwealth Agent to repeal any tax imposed by the Commonwealth;
6. In accordance with the scope of authority provided in the Stipulation and Order and addressed herein, the COFINA Agent is directed to delete Counts II, III, VII, and VIII of its Answer and Counterclaims;
7. In accordance with the scope of authority provided in the Stipulation and Order and addressed herein, Ambac is directed to delete Counts I, II, III, IV, V, VI, and VII of its Counter-Claims;
8. In accordance with the scope of authority provided in the Stipulation and Order and addressed herein, the COFINA Senior Bondholders are directed to (i) delete Counts II, III, IV, V, VII, VIII, IX, X, XI, XII, XIII, XIV, XV, XVII, XIX, XX, and XXI of its Counter-Claims and (ii) amend Count XVIII to limit the claim to the Commonwealth and to exclude the GO Bondholders;
9. In accordance with the scope of authority provided in the Stipulation and Order and addressed herein, the Mutual Fund Group and Puerto Rico Funds are directed to delete Counts II and III of their Counter-Claims and the request for injunctive relief against the Commonwealth, Commonwealth Agent, and Oversight Board in their prayer for relief; and,

10. In accordance with the scope of authority provided in the Stipulation and Order and addressed herein, National is directed to delete Counts II, III, and IV of its Counter-Claims, as well as the request to dismiss the COFINA Title III Petition in its prayer for relief.
11. A trial, to the extent needed to resolve factual issues, shall be held on March 5, 2018.
12. Nothing in the Motion or this Order shall be deemed or construed to limit the Oversight Board from further intervening if it determines that any of the Agents, Permitted Intervenors, or any other party in interest expanded the scope of the COFINA-Commonwealth Dispute.
13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

SO ORDERED.

Dated: November \_\_\_, 2017

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HON. LAURA TAYLOR SWAIN  
United States District Judge